

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

-against-

**ROBERT J. MUELLER, DEEPROOT FUNDS
LLC (a/k/a dprt Funds, LLC), AND POLICY
SERVICES INC.,**

Defendants,

-and-

**DEEPROOT TECH LLC, DEEPROOT
PINBALL LLC, DEEPROOT STUDIOS LLC,
DEEPROOT SPORTS & ENTERTAINMENT
LLC, DEEPROOT RE 12621 SILICON DR LLC,
AND ROBERT J. MUELLER, JEFFREY L.
MUELLER, AND BELINDA G. BREEN, AS CO-
TRUSTEES OF THE MB HALE OHANA
REVOCABLE TRUST,**

Relief Defendants.

Civil Action No.: 5:21-cv-785-XR

**JOINT MOTION TO AMEND ORDER ON PRELIMINARY INJUNCTION AND ASSET
FREEZE REGARDING PRE-PETITION FEES AND EXPENSES**

Plaintiff Securities and Exchange Commission (the “SEC”), Defendant Robert J. Mueller, both in his personal capacity and as Co-Trustee of the MB Hale Ohana Revocable Trust, the entity Defendants: Deeproot Funds LLC and Policy Services, Inc. (“Entity Defendants”) (collectively with Defendant Robert J. Mueller, “Defendants”), and Relief Defendants¹, by and through

¹ The term “Relief Defendants” as used herein and in the Order means Deeproot Tech LLC, Deeproot Pinball LLC, Deeproot Studios LLC, Deeproot Sports & Entertainment LLC, Deeproot Re 12621 Silicon Dr LLC, and Robert J. Mueller, Jeffrey L. Mueller, and Belinda G. Breen solely in their capacities as co-trustees of the MB Hale Ohana Revocable Trust.

undersigned counsel, hereby jointly move the Court to enter the attached proposed Order (“Modification Order”) to modify and amend the Court’s September 23, 2021 Order Freezing Certain Assets, Ordering and Accounting, and Preliminary Injunction (ECF No. 7) (“Asset Freeze Order”) to allow the use of a limited amount of funds currently subject to the Asset Freeze Order in order to preserve certain assets of the Entity Defendants prior to the Entity Defendants and most of the Relief Defendants² anticipated petition for relief under the U.S. Bankruptcy Code.

The Parties have agreed that these expenses are necessary and appropriate to preserve certain of the Defendants’ assets that could be used to satisfy a potential judgment in this matter, with payment of some insurance policy premiums due as early as November 1, 2021, as well as to facilitate the efficient administration of a bankruptcy of the Entity and Relief Defendants.

Specifically, the Parties jointly move the Court to order the release and/or transfer of a total of \$141,603 from the funds currently frozen in certain accounts to be deposited in the client trust IOLTA account of Wick Phillips Gould & Martin, LLP (“Wick Phillips”) Vista Bank Account ending in -7552 (the “WP IOLTA Account”), restructuring counsel for the Entity Defendants and Relief Defendants, to be held in this account for the purpose of satisfying the following pre-bankruptcy petition expenses:

1. \$80,304 from Deeproot Funds LLC’s Wells Fargo Accounts ending in -2534 and -2385 for the payment of premiums on certain life insurance policy assets held by defendant, Policy Services, Inc. These premium payments are necessary to preserve the viability of these assets in potential bankruptcy as well as for a potential recovery in this matter;

² Excluding Relief Defendants Robert J. Mueller, Jeffrey L. Mueller, and Belinda G. Breen solely in their capacities as co-trustees of the MB Hale Ohana Revocable Trust.

2. \$60,000 from Deeproot Funds LLC's Wells Fargo Account ending in -2385 and Deeproot Tech, LLC's Wells Fargo Account ending in -6575 to be used to compensate the law firm of Wick Phillips for the anticipated preparation and filing of Chapter 7 bankruptcy proceedings for Deeproot Funds LLC, Policy Services, Inc., Deeproot Tech LLC, Deeproot Pinball LLC, Deeproot Studios LLC, Deeproot Sports & Entertainment LLC, Deeproot Re 12621 Silicon Dr LLC, the Entity Defendants, Relief Defendants, and certain other related entities, including deeproot Capital Management LLC and its direct and indirect subsidiaries; and
3. \$1,300 from Deeproot Tech, LLC's Wells Fargo Account ending in -6575 to pay certain miscellaneous expenses to continue third-party services necessary for the proper administration of the life insurance policy assets as well as to preserve electronic information currently stored in third-party cloud data storage systems.

As part of this Joint Motion, Defendants have agreed to provide the Plaintiff with prompt notice and appropriate documentation, without revealing any attorney-client privileged information, of the satisfaction of the above-described expenses.

To the extent any funds released pursuant to the proposed Modification Order are not used as outlined above and set forth in the Modification Order, the Parties have agreed that such remaining funds should be held in the Wick Phillips client trust account until such time as a transfer can be made to the Chapter 7 Trustees in anticipated the bankruptcy proceedings for the Entity Defendants and Relief Defendants as appointed by the applicable U.S. Bankruptcy Court.

Date: October 29, 2021

Respectfully submitted,

/s/ Christian D. H. Schultz

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*Attorney for Entity Defendants and Certain of the
Relief Defendants for purposes of this Joint Motion
only.*

CERTIFICATE OF SERVICE

I certify that on the 29th day of October 2021, a true and correct copy of the foregoing document was filed electronically through the Court's CM/ECF system, which will send copies to all counsel of record.

/s/ Christian D. H. Schultz

Christian D. H. Schultz

Assistant Chief Litigation Counsel

*Counsel for Plaintiff United States Securities
and Exchange Commission*